

# MENORAH MEDICAL CENTER

170-300-8

## ARTICLES OF INCORPORATION OF MENORAH HEALTH CENTER, INC.

000001 10 3156 09-08-89  
NEW CORPORATION

The undersigned, being a natural person of the age of 75.00  
to TRANS. TOTAL 1 75.00  
eighteen years or more, and a citizen of the United States, for  
the purpose of forming a corporation NOT for profit under the  
Kansas General Corporation Code, does hereby adopt the following  
Articles of Incorporation. 143 00250

### ARTICLE I

The name of the corporation is MENORAH HEALTH CENTER,  
INC.

### ARTICLE II

The address of the initial registered office of the  
corporation in the State of Kansas is 8607 Mission Road, Leawood,  
Johnson County, Kansas, 66206, and the name of its initial  
registered agent at such address is Norman M. Arnell.

### ARTICLE III

The corporation is organized NOT for profit and the  
nature of its business or purposes to be conducted or promoted is:

(a) To promote the health of individuals by all means  
and in all manners authorized by law, including, but not  
limited to, the rendition of medical and other health  
services to individuals, the encouragement of manners of  
living that lead to good health, education of the public  
with regard to health, owning, leasing and utilizing  
property, both real and personal, for health care  
purposes;

(b) To own, hold, retain, improve, lease, rent, manage,  
operate, control, sell, exchange, convey, assign and  
otherwise dispose of, encumber or affect, as an  
investment any real estate or other property or rights  
of the corporation;

(c) To construct, remodel, rebuild, enlarge, operate,  
own, control, manage and finance buildings, structures  
and improvements of every kind upon or appurtenant to  
real estate or other property;

(d) To finance and promote the financing of its  
business and issue, buy, own, sell, pledge, hypothecate  
and control securities of every character in connection  
therewith;

(e) To acquire for investment, by purchase, foreclosure proceedings or otherwise, real estate, leases and leasehold interests and estates of every description;

(f) To lend and advance money or give credit to any person, firm or corporation, with or without security;

(g) To borrow money in furtherance of any or all of the objects of its business, to make and issue notes, bonds and other evidences of such indebtedness, and to secure the same by mortgage, deed of trust, pledge or other lien upon any part or all of its property, and to apply for and accept grants of every kind and nature and accept donations of money and property of every kind and nature, useful or utilizable for its general purposes;

(h) To issue, execute, draw, accept, discount, pledge, sell, exchange or otherwise deal in or dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, whether secured or unsecured;

(i) To acquire and take over as a going concern and thereafter to carry on the business of any person, firm, association or corporation engaged in any business which this corporation is authorized to conduct;

(j) To acquire, by subscription, purchase, contract or otherwise, and to sell, exchange, mortgage, pledge and otherwise dispose of or turn to account, the stocks, bonds, debentures, obligations and other securities of every character and description, issued or created by any corporation or other entity, whether or not engaged in any business which this corporation is authorized to conduct, or by any government, state municipality or other governmental or political subdivision, whether domestic or foreign, and to exercise any and all rights, powers and privileges of individual ownership or interest, in respect of any and all such securities, including the right to vote thereon and to consent and otherwise act with respect thereto;

(k) To issue or deliver, in exchange for any property, business or securities which it is authorized to acquire, its own securities of any kind, and to make payment therefor in any other lawful means of payment whatsoever;

(l) To make any guaranty respecting dividends, stocks, securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by corporations organized not for pecuniary profit under the Kansas General Corporation Code;

(m) To apply for, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, protect, assign, register, operate, enjoy, turn to account, grant licenses in respect of, manufacture under, introduce, sell, assign, mortgage, pledge, or otherwise dispose of:

(i) Any and all inventions, devices, and processes, and any improvements and modifications thereof, whether secret or not;

(ii) Any and all letters patent of the United States or of any other country, state or locality, and all rights connected therewith or appertaining thereto;

(iii) Any and all copyrights granted by the United States or any other country, state or locality as aforesaid;

(iv) Any and all trademarks, trade names, trade symbols, and other indicia of origin and ownership granted by or recognized under the laws of the United States or of any other country, state or locality as aforesaid;

(n) To enter into, perform and carry out contracts and do all other acts or things necessary, incidental, convenient or auxiliary to any or all of the objects of its business herein set forth or calculated directly or indirectly to promote the interests of the corporation or to enhance the value of or render profitable any of its property or rights;

(o) To exercise any or all of the powers hereinbefore set forth, without restriction or limit as to amount, as principal, agent, contractor, partner, trustee or otherwise, either alone or in company or co-venture with others, and either in its own or a trade name(s), in the State of Kansas, or in any or all other states, districts, territories, colonies and dependencies of the United States, and in any or all foreign countries;

(p) In general, to have and exercise all the powers conferred by the laws of Kansas upon corporations formed not for pecuniary profit under the Kansas General Corporation Code, as such laws are now in effect or may at any time hereafter be amended, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses shall be construed both as objects and powers, and enumeration thereof is made in furtherance, and not in limitation, of the powers conferred upon the corporation by the laws of the State of Kansas. Such enumeration of a specific purpose shall not be construed to limit or restrict in any manner the meaning, scope or general terms of any other purpose or to limit or restrict in any manner any power conferred by law, except as hereafter set forth.

Notwithstanding anything above or elsewhere herein contained:

The corporation is organized exclusively for charitable, religious, educational, scientific, testing for public safety, prevention of cruelty to children or literary purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations which are described in Section 501(c)(3) and exempt under Section 501(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons.

except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements or the making of oral statements on behalf of or in opposition to such candidate) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, or any other purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV

The corporation shall NOT have authority to issue capital stock.

#### ARTICLE V

The conditions of membership are to be fixed in the By-laws of the corporation.

#### ARTICLE VI

The name and address of the incorporator is:

Mr. Norman M. Arnell  
8607 Mission Road  
Leawood, Kansas 66206

#### ARTICLE VII

The name and mailing address of each person who is to serve as a director until a successor is elected and qualified is:

Mr. Bernard H. Brown	275 Southwest Boulevard Kansas City, Kansas 66103
Mr. Arnold H. Brown	6945 Belinder Mission, Kansas 66205
Mr. Sol Schaengold	16110 Kenneth Stilwell, Kansas 66085

#### ARTICLE VIII

The duration of the corporation shall be perpetual.

#### ARTICLE IX

Any person(s) at any time serving as a Director or Officer of this corporation and his legal representative(s), shall be indemnified and held harmless by this corporation from and against any and all liabilities, expenses, counsel fees and costs reasonably incurred by such person or his estate in connection with or arising out of any action, suit, proceeding or claim in which he is made a party by reason of his being or having been such an Officer or Director, provided that this corporation shall not indemnify such person or his legal representative(s) with respect to any matter(s) unless he shall be finally adjudged in any such action, suit or proceeding not to have been liable for gross negligence or willful misconduct and if he has not been found to have acted in bad faith and in a manner which he reasonably believed not to be in the best interests of the corporation in the performance of his duties as such Officer or Director.

This corporation shall also indemnify and hold harmless such Officer or Director and his legal representative(s) from and against any amount paid or payable in compromise or settlement of any such action, suit, proceeding or claim asserted against such Officer or Director (and all expenses, counsel fees and costs reasonably incurred in connection therewith), provided that the Board of Directors of this corporation shall have first approved

such proposed compromise settlement and determined that such Officer or Director was not guilty of gross negligence or willful misconduct and that he acted in good faith and in a manner which he reasonably believed to be in the best interest of the corporation, further provided that no Director involved shall be qualified to vote on such approval and determination, and if for this reason a quorum of the Board of Directors cannot be obtained to vote thereon, such approval and determination shall be made by independent legal counsel in a written opinion.

In determining whether or not any person was guilty of gross negligence or willful misconduct, as set forth in the preceding paragraph, the Board of Directors may rely conclusively upon an opinion of legal counsel selected by such Board of Directors.

Notwithstanding anything to the contrary contained in the second and third paragraphs of this Article IX, no such compromise settlement authorized in said paragraphs shall be effective nor shall this corporation make any payment pursuant thereto, unless and until such compromise settlement is submitted to and approved by a court of competent jurisdiction.

The rights in this Article hereinabove provided for shall not be exclusive, but shall be in addition to any other rights to which any such Officer or Director and legal representative(s) thereof may be lawfully entitled.

Notwithstanding anything contained in any of the foregoing paragraphs of this Article IX, the corporation shall not pay any expenses (including attorney's fees), sums, costs, taxes, interest, penalties, expenses of correction or premiums on policies of insurance providing for liabilities of Directors or Officers acting in their capacity as such, which may cause the corporation not to be an organization exempt from Federal Income Taxes as a corporation organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and any regulations issued thereunder as they now exist or as they may hereafter be amended or which would make it impossible for individuals or corporations

making contributions or gifts to it from claiming any part thereof as a deduction for such purposes in determining their liability for Federal Income, Estate or Gift Taxes.

#### ARTICLE X

The members of the Board of Directors of the corporation shall not be liable in their individual capacities upon or in respect of any liabilities or obligations of the corporation. 0 2 5 0

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of September, 1989.

Norman M. Arnell  
Norman M. Arnell

STATE OF MISSOURI )  
                          ) SS.  
COUNTY OF JACKSON )

Before me, a Notary Public in and for said county and state, personally appeared NORMAN M. ARNELL, who is known to me to be the same person who executed the foregoing Articles of Incorporation and duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my official seal this 7th day of September, 1989.

Betty J. Winans  
Notary Public

My commission expires:

Oct. 31, 1989.

BETTY J. WINANS  
Notary Public - State of Missouri  
Commissioned in Jackson County  
My Commission Expires October 31, 1989

1703008

State of Kansas/Domestic Non Profit Form AN  
**Certificate of Amendment**

Name of corporation: Menorah Health Center, Inc.

We, Bernard H. Brown, President or ~~Vice President~~ 4  
and Donald H. Tranin,  
Secretary or ~~Assistant Secretary~~

of the above corporation  
having no capital stock, which not for profit corporation  
was created under the laws of the State of Kansas, do

001001 10 7334 10-08-92	
CORP. CHANGE	
Do not write in this space.	1 20.00
10 TRANS. TOTAL	1 20.00

hereby certify that at a meeting of the governing body of the corporation a resolution was passed setting forth the following amendment to the Articles of Incorporation and declaring its advisability:

RESOLVED, that ARTICLE V of the Articles of Incorporation of Menorah Health Center, Inc., which now read as follows:

"The conditions of membership are to be fixed in the By-laws of the corporation."

be amended to read as follows:

"The conditions of membership are to be fixed in the By-laws of the corporation. The directors of the corporation shall have the power to adopt, amend and repeal the By-laws of the corporation from time to time. The members of the corporation shall retain the power to adopt, amend and repeal the By-laws of the corporation from time to time, as provided by the statutes of the State of Kansas."

We further certify that thereafter, pursuant to the resolution and in accordance with the bylaws of the corporation and the laws of the State of Kansas, the governing body, at a subsequent meeting held not earlier than 15 days and not later than 60 days following the date of the above meeting, considered the proposed amendment.

We further certify that at the meeting the governing body voted upon the amendment, and the majority of all the members of the governing body of the corporation voted in favor of the proposed amendment.

We further certify that the amendment was duly adopted in accordance with the provisions of K.S.A. 17-6602, as amended.

(over)

In Testimony Whereof, we have hereunto set our hands this 5th day  
of October, 19 92.

Bernard H. Brown  
Bernard H. Brown President or Vice President  
Donald H. Tranin  
Donald H. Tranin Secretary or Assistant Secretary

State of Missouri  
County of Jackson } ss.

Be it remembered that before me, a Notary Public in and for the aforesaid county and state, personally  
appeared Bernard H. Brown, President or ~~Vice President~~, and  
Donald H. Tranin, Secretary or ~~Assistant Secretary~~, of the  
corporation named in this document, who are known to me to be the same persons who executed the  
foregoing certificate and duly acknowledged its execution this 5th day of  
October, 19 92.

(Seal)

Susan F. Randolph

Notary Public

My appointment or commission expires \_\_\_\_\_, 19 \_\_\_\_.

SUSAN F. RANDOLPH, NOTARY PUBLIC  
LAFAYETTE COUNTY, STATE OF MISSOURI  
MY COMMISSION EXPIRES 11/9/92

Please submit this document in duplicate,

with \$20 filing fee, to:

Secretary of State  
2nd Floor, State Capitol  
Topeka, KS 66612-1594  
(913) 296-4564

1703008

Secretary of State/Corporations Division  
**CHANGE OF REGISTERED OFFICE OR AGENT**

Form  
**RO**

We, Bernard H. Brown, President and Norman M. Arnell, Secretary, of Menorah Health Center, Inc., a not-for-profit corporation organized and existing under and by virtue of the laws of the state of Kansas, do hereby certify that at a meeting of the board of directors of said corporation the following resolution was duly adopted:

000001 10 3487 06-30-94
CORP. CHANGE
1703008 53 1 20.00
10 TRANS. TOTAL 1 20.00
DO NOT WRITE IN THIS SPACE

Be it resolved that the Registered Office in the state of Kansas of said corporation be changed to:

32 Corporate Woods, 9225 Indian Creek Pkwy., Overland Park, Johnson County, Kansas 66210				
Street and Number	Town or City	County	State	Zip Code

Be it further resolved that the Resident Agent of said corporation in the state of Kansas be changed to:

James P. O'Hara  
Individual or Kansas Corporation

The President and Secretary are hereby authorized to file and record the same in the manner as required by law.

Bernard H. Brown  
Bernard H. Brown, President

Norman M. Arnell  
Norman M. Arnell, Secretary

94 JUL 1 AM 8:22

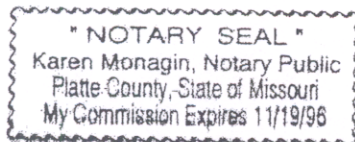
SECRETARY OF STATE  
KANSAS

cf

State of Missouri )  
County of Jackson )

Before me, a Notary Public, came Bernard H. Brown, President, and Norman H. Arnell, Secretary, of the above named corporation, who are known to me to be the persons who executed the foregoing certificate in their official capacities and duly acknowledged the execution of the same this 18 day of April, 1994.

(SEAL)



Karen Monagin  
Notary Public

My commission or appointment expires November 19, 1996.

Please submit this form in duplicate, with \$20 filing fee, to:

Secretary of State, 2nd Floor, State Capitol, Topeka, KS 66612-1594, (913) 296-4564

722-051-0  
(S) 170-300-8  
N/C

1079 720-546 5  
23 420-00

**CERTIFICATE OF MERGER**  
(KSA §17-6706)

Pursuant to the provisions of Section 17-6706 of the Kansas General Corporation Law, the undersigned certify as follows:

1. Menorah Medical Center, a Missouri public benefit corporation, and Menorah Health Center, Inc., a Kansas not-for-profit corporation, are the constituent corporations.
2. A Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 17-6706 of the Kansas General Corporation Law, and a copy is attached hereto.
3. Menorah Medical Center shall be and is hereby merged with Menorah Health Center, Inc., with Menorah Health Center, Inc. being the surviving corporation. Menorah Health Center, Inc. will change its name to Menorah Medical Center, Inc.
4. The Articles of Incorporation of Menorah Health Center, Inc., as amended in the Plan and Agreement of Merger, shall be the Articles of Incorporation of the survivor.
5. The executed Plan and Agreement of Merger, which sets forth the terms of the merger, is on file at the principal place of business of Menorah Health Center, Inc., located at 5721 W. 119th Street, Overland Park, Kansas, 66209.
6. A copy of the Plan and Agreement of Merger will be furnished by Menorah Health Center, Inc., at no cost, upon the request of any member of any constituent corporation.
7. The effective date of this document is the close of business on December 31, 1996.

Dated this 20<sup>th</sup> day of November, 1996.

MENORAH HEALTH CENTER, INC.

By: \_\_\_\_\_

Bernard P. Erdman, Chairman

ATTEST:

\_\_\_\_\_  
Judith A. Vogelsmeier

Judith A. Vogelsmeier, Assistant Secretary

STATE OF Missouri )  
COUNTY OF Cass ) ss.

2 1

00515

On this 2<sup>nd</sup> day of December, 1996, before me the undersigned notary, personally appeared Bernard P. Erdman who acknowledged himself to be the Chairman of Menorah Health Center, Inc., a Kansas not-for-profit corporation, that he executed the foregoing Certificate of Merger for the purposes herein contained by signing on behalf of the Corporation as Chairman and that the facts contained in said Certificate of Merger are true and correct.

(SEAL)

Beverly D. Brown  
Notary Public

My Commission Expires:

BEVERLY D. BROWN  
NOTARY PUBLIC STATE OF MISSOURI  
CASS COUNTY  
MY COMMISSION EXP. SEPT 3, 1997

## PLAN AND AGREEMENT OF MERGER

0 5 1 5

THIS AGREEMENT is made and entered into as of the 20th day of December, 1996, by and between MENORAH MEDICAL CENTER, a Missouri public benefit corporation (hereinafter referred to as "MMC"), and MENORAH HEALTH CENTER, INC., a Kansas not-for-profit corporation (hereinafter sometimes referred to as "MHC").

WHEREAS, MMC is a Missouri public benefit corporation whose sole member is Health Midwest, a Missouri public benefit corporation;

WHEREAS, MHC is a Kansas not-for-profit corporation whose sole member is MMC;

WHEREAS, MMC and MHC, herein sometimes collectively called the "Constituent Corporations", desire to merge pursuant to Sections 355.616 through 355.646 of the Revised Statutes of Missouri and Section 17-6706 of Kansas Statutes Annotated, with MHC surviving and changing its name to Menorah Medical Center, Inc.;

WHEREAS, the Board of Directors of Health Midwest, as the sole member of MMC, by resolution adopted on December 3, 1996, approved this Plan and Agreement of Merger;

WHEREAS, the Board of Directors of MHC, as a Constituent Corporation, by resolution adopted on December 11, 1996, approved this Plan and Agreement of Merger;

WHEREAS, the Board of Directors of MMC, as both a Constituent Corporation and the sole member of MHC, by resolution adopted on December 11, 1996, approved this Plan and Agreement of Merger;

NOW, THEREFORE, in consideration of the mutual agreements, premises and covenants contained herein, the parties hereto agree as follows:

1. Constituent Corporations; Surviving Corporation. MMC and MHC shall be merged on the Effective Date with MHC surviving, hereinafter the "Surviving Corporation," pursuant to Sections 355.616 through 355.646 of the Revised Statutes of Missouri and Section 17-6706 of Kansas Statutes Annotated. Surviving Corporation will change its name to Menorah Medical Center, Inc. The separate corporate existence of MMC shall cease on the Effective Date.

2. Effective Date. The date on which the Merger shall become effective shall be the close of business on December 31, 1996, and such date is herein called the "Effective Date."

3. Articles of Incorporation. The Articles of Incorporation of MHC, as in effect immediately prior to the Effective Date, shall be deleted in their entirety and amended and restated as set forth in Exhibit A attached hereto and incorporated herein, and shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date. The power to amend or repeal the Articles of Incorporation is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any member or director or officer of the Surviving Corporation or upon any other person whomsoever are subject to this reserved power. Such Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from this Plan and Agreement of Merger and may be separately certified as the Articles of Incorporation of the Surviving Corporation.

4. Board of Directors and Officers. The directors and officers of MHC shall continue in office as directors and officers of the Surviving Corporation for the terms provided by law or in the Bylaws, or until their successors shall have been elected and qualified.

5. Manner of Conversion. At the Effective Date, MMC's membership in Surviving Corporation, by virtue of the Merger and with no further action, shall cease to exist and be canceled and no cash or securities or other property shall be issued or paid in respect thereof. At the Effective Date, Health Midwest's membership in MMC, by virtue of the Merger and with no further action, shall be converted into a membership in Surviving Corporation. Health Midwest shall be the sole member of Surviving Corporation with all the rights and privileges of a sole member of a not-for-profit corporation organized under Kansas Statutes Annotated Section 17-6001 et seq.

6. Rights and Liabilities of Surviving Corporation. On the Effective Date of the Merger, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, purposes, licenses and franchises, both public and private, of MMC and all property, real, personal and mixed, and all debts due MMC, on whatever account, as well as all other things in action of or belonging to MMC, shall be vested in the Surviving Corporation, and all property, assets, rights, privileges, immunities, powers, purposes, licenses and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of MMC, and the title to any real estate vested by deed or otherwise in MMC shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of MMC shall be preserved unimpaired, and all debts, liabilities, obligations, conditions, restrictions, and duties of MMC shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, obligations, conditions, restrictions,

and duties had been incurred or contracted by the Surviving Corporation. Any bequest, devise, gift, grant or promise contained in a will or other instrument of donation, subscription or conveyance, which is made to a Constituent Corporation and which takes effect or remains payable following the Effective Date shall inure to the Surviving Corporation unless the will or other instrument otherwise specifically provides.

7. Transfer of Book Entries. At the Effective Date, the assets and liabilities of MMC shall be entered on the books of the Surviving Corporation at the amounts at which they are carried at such date on the books of MMC, subject to such intercorporate adjustments or eliminations, if any, as may be required to give effect to the transfer; and subject to such action as may be taken by the Board of Directors of the Surviving Corporation in accordance with generally accepted accounting principles. The capital and surplus of MMC shall be credited to the Surviving Corporation at the Effective Date.

8. Termination. This Plan of Merger may be terminated and abandoned by action of the Board of Directors of any of the Constituent Corporations at any time prior to the Effective Date, whether before or after approval by the members of the Constituent Corporations.

9. Expenses. Each Constituent Corporation shall pay its expenses of carrying this Plan of Merger into effect and of accomplishing the Merger.

#### CERTIFICATE OF MEMBER APPROVAL

The undersigned secretaries of the respective corporations do hereby certify that by board resolution dated December 3, 1996, as to Health Midwest and December 11, 1996, as to MMC, the sole member of each Constituent Corporation approved the Plan and Agreement of Merger. Each such secretary further certifies for her own corporation that the vote in favor of the Merger was unanimous, with all issued and outstanding memberships being represented.

MENORAH MEDICAL CENTER

By: Judith A. Vogelsmeier  
Judith A. Vogelsmeier  
Assistant Secretary

MENORAH HEALTH CENTER, INC.

By: Judith A. Vogelsmeier  
Judith A. Vogelsmeier  
Assistant Secretary

CERTIFICATE OF  
CHAIRMEN AND SECRETARIES

00515

This Plan and Agreement of Merger, adopted by the directors of the respective Constituent Corporations and approved by the sole members of each Constituent Corporation, is hereby adopted and made effective as of the close of business on December 31, 1996, pursuant to the actions taken by the respective Constituent Corporations, and in witness whereof, this Plan and Agreement of Merger is signed by the Chairman and Assistant Secretary of the Constituent Corporations.

MENORAH MEDICAL CENTER

(Seal)

By Bernard P. Erdman  
Bernard P. Erdman, Chairman

ATTEST:

Judith A. Vogelsmeier  
Judith A. Vogelsmeier, Assistant Secretary

MENORAH HEALTH CENTER, INC.

(Seal)

By Bernard P. Erdman  
Bernard P. Erdman, Chairman

ATTEST:

Judith A. Vogelsmeier  
Judith A. Vogelsmeier, Assistant Secretary

STATE OF Missouri )  
 ) SS:  
COUNTY OF Cass )

2 1 0 0 5 1 5

Personally appeared before me, a notary public in and for the County and State aforesaid, Bernard P. Erdman, Chairman, and Judith A. Vogelsmeier, Assitant Secretary, of Menorah Medical Center, a Missouri public benefit corporation, who are personally known to me to be the same persons who executed the foregoing instrument of writing, and they duly acknowledged the execution of the same, and declare that they executed the Certificate on behalf of the corporation pursuant to the authority granted them by its Board of Directors.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix my official seal this 20 day of December, 1996.

Beverly D. Brown  
Notary Public

My commission expires:

BEVERLY D. BROWN  
NOTARY PUBLIC STATE OF MISSOURI  
CASS COUNTY  
MY COMMISSION EXP. SEPT 3, 1997

STATE OF Missouri )  
 ) SS:  
COUNTY OF Cass )

Personally appeared before me, a notary public in and for the County and State aforesaid, Bernard P. Erdman, Chairman, and Judith A. Vogelsmeier, Assistant Secretary, of Menorah Health Center, Inc., a Kansas not-for-profit corporation, who are personally known to me to be the same persons who executed the foregoing instrument of writing, and they duly acknowledged the execution of the same, and declare that they executed the Certificate on behalf of the corporation pursuant to the authority granted them by its Board of Directors.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix my official seal this 20 day of December, 1996.

Beverly D. Brown  
Notary Public

My commission expires:

BEVERLY D. BROWN  
NOTARY PUBLIC STATE OF MISSOURI  
CASS COUNTY  
MY COMMISSION EXP. SEPT 3, 1997

EXHIBIT A

2 1

0 0 5 1 5

- (1) The name of the corporation is Menorah Medical Center, Inc.
- (2) The period of duration of the corporation is perpetual.
- (3) The name and address of the Registered Agent and Registered Office in Kansas is:

James P. O'Hara  
32 Corporate Woods  
9225 Indian Creek Parkway  
Overland Park, Kansas 66210

- (4) The corporation shall have no authority to issue capital stock.
- (5) The corporation is a membership corporation. The sole member of the corporation is Health Midwest, a Missouri public benefit corporation, which shall have the sole vote on all matters requiring a membership vote. The other conditions and rights of membership shall be established in the Bylaws.
- (6) The number of directors of the corporation shall be fixed by, or in the manner provided in, the Bylaws.
- (7) Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing them to the sole member, Health Midwest, to be used exclusively for religious, charitable, scientific, literary, or educational purposes, provided the sole member is then qualified under section 501(c)(3) of the Code. If it is not so qualified, its share shall be disposed of by the corporation exclusively for religious, charitable, scientific, literary, or educational purposes, either by direct distribution or by distribution to one or more organizations qualified under section 501(c)(3) of the Code, as the board of directors of the corporation shall determine, subject to approval of the board of directors of Health Midwest. Any such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes set forth herein.
- (8) The purposes for which the corporation is organized are to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of such purposes, and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code for use by such organizations in support of such purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of, the foregoing purposes, including, without limitation, such activities necessary or appropriate:
  - (a) To promote the health of individuals by all means and in all manner authorized by law, including, but not limited to, the rendition of medical and other health services to individuals, the encouragement of manners of living that lead to good health, and owning, leasing and using real and personal property for health care purposes;

- (b) To establish and maintain an institution or institutions within the State of Kansas, with permanent facilities that include inpatient beds and medical services to provide diagnosis and treatment for patients, which may include associated facilities and services such as, but not limited to, extended care, outpatient care, physician clinics, medical office buildings, and home care;
  - (c) To carry on any educational activities related to rendering care to the sick and injured, or to the promotion of health, that in the opinion of the board of directors, subject to the approval of the members of the corporation, may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available;
  - (d) To promote and carry on specific research related to the care of the sick and injured insofar as, in the opinion of the board of directors, subject to the approval of the members of the corporation, such research can be carried on within, or in connection with, the institution(s) and facilities of the corporation;
  - (e) To participate, so far as circumstances may warrant, in any activity designed or carried on to promote the general health of the community; and
  - (f) To engage in any other lawful act or activity for which corporations may be organized under the laws of the State of Kansas.
- (9) The corporation shall have all the powers conferred upon not-for-profit corporations by the corporation laws of the State of Kansas (as same now exist and as same may be amended from time to time hereafter) insofar as said powers are necessary and desirable to carry out the purposes of the corporation (as expressed in these Articles of Incorporation), except that the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that could invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- (10) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, board of directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not, directly or indirectly, participate in, or intervene in (including the publishing or distributing of statements or the making of oral statements on behalf of or in opposition to such candidate) of any political campaign on behalf of any candidate for public office. The corporation shall not operate for the purpose of carrying on a trade or business for profit.
- (11) Any amendment to the Articles of Incorporation or the Bylaws of the corporation must be approved by both the board of directors of the corporation and the sole member of the corporation.
- (12) The effective date of these Articles is the close of business on December 31, 1996.

170-300-8

2 5 1

3553 01 11-05-1998 10:28:49  
1703008  
53 CORPORATION CHANGE  
\$20.00

Not for Profit

1703008

CERTIFICATE OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
MENORAH MEDICAL CENTER, INC.

We, Steven D. Wilkinson, President, and Judith A. Vogelsmeier, Assistant Secretary, of the above named corporation having no capital stock, which not for profit corporation was created under the laws of the state of Kansas, do hereby certify that at a meeting of the governing body of the corporation a resolution was passed setting for the following amendment to the Articles of Incorporation and declaring its advisability:

The current Article 5 is deleted in its entirety with the following substituted therefor:

Article 5: The corporation is a membership corporation. The sole member of the corporation is Health Midwest - Johnson County, Inc., a Kansas nonprofit corporation, which shall have the sole vote on all matters requiring a membership vote. The other conditions and rights of membership shall be established by the Bylaws.

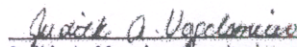
We further certify that at the meeting the governing body voted upon the amendment, and the majority of all the members of the governing body of the corporation voted in favor of the proposed amendment.

We further certify that pursuant to the articles and bylaws of the corporation and the laws of the State of Kansas, the resolution was duly adopted by the sole member of the corporation by written consent.

We further certify that the amendment was duly adopted in accordance with the provisions of K.S.A. 17-6602, as amended.

In Testimony Whereof, we have hereunto set our hands this 3<sup>rd</sup> day of November, 1998.

  
Steven D. Wilkinson, President

  
Judith A. Vogelsmeier, Assistant Secretary

187852.01



58 NOV 5 PM 4 20  
STATE

2 5 1

0 0 4 4 7

State of Missouri )  
County of Jackson ) ss.

Be it remembered that before me, a Notary Public in and for the aforesaid county and state, personally appeared Steven D. Wilkinson, President, and Judith A. Vogelsmeier, Assistant Secretary, of the corporation named in this document, who are known to me to be the same persons who executed the foregoing certificate and duly acknowledges its execution this 3rd day of November, 1998.

JUDY M. GALATE-SWARTZBAUGH  
Notary Public, Notary Seal  
State of Missouri  
Commissioned in Jackson County  
My Commission Expires March 10, 1999

Judy M. Galate-Swartzbaugh  
Notary Public

My appointment or commission expires: March 10, 1999

PLEASE SUBMIT THIS DOCUMENT IN DUPLICATE,  
WITH THE \$20 FILING FEE TO:

Secretary of State  
2nd Floor, State Capitol  
Topeka, KS 66612-1594  
(913) 296-4564

2 9 3

0 0 4 5 6

Secretary of State/Corporation Division

Form

## Change of Registered Office or Agent

RO

170-200-8

We, Steven D. Wilkinson, President or Vice President and  
Judith A. Vogelsmeier, Secretary or Assistant Secretary of Menorah Medical Center, Inc.,

a corporation organized and existing under and by virtue of the  
 laws of the state of Kansas, do hereby certify  
 that at a meeting of the board of directors of said corporation the  
 following resolution was duly adopted:

Be it resolved that the Registered Office in the State of  
 Kansas of said corporation be changed to:

4709 01 05-26-2000 12:45:09  
 1703008  
 53 CORPORATION CHANGE  
 \$20.00

Do not write in this space.

Street and Number

Town or City

County

State

Zip Code

Be it further resolved that the Resident Agent of said corporation in the state of Kansas be  
 changed to:

Shughart Thomson & Kilroy P.C.

Individual or Kansas Corporation

The President and Secretary are hereby authorized to file and record the same in the manner  
 as required by law.

Steven D. Wilkinson

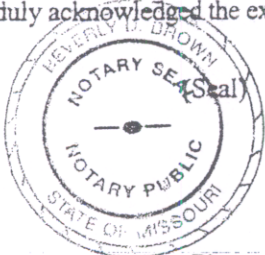
President or Vice President

Judith A. Vogelsmeier

Secretary or Assistant Secretary

State of MissouriCounty of Cass } SS.

Before me, a Notary Public, came Steven D. Wilkinson President, Vice President and  
Judith A. Vogelsmeier Secretary, Assistant Secretary of the above-named corporation,  
 who are known to me to be the persons who executed the foregoing certificate in their official capacities  
 and duly acknowledged the execution of the same this 19 day of May, 2000 Year.



Beverly D. Brown

Notary Public

My commission or appointment expires

BEVERLY D. BROWN  
 NOTARY PUBLIC STATE OF MISSOURI  
 MOORE, CASS COUNTY Year  
 MY COMMISSION EXPIRES SEPT 1, 2001

Please submit this form in duplicate, with \$20 filing fee, to:

Ron Thornburgh, Secretary of State, 2nd Floor, State Capitol, 300 S.W. 10th Ave.,  
 Topeka, KS 66612-1594, (785) 296-4564

REV. 4/99